

GENERAL AMERICAN TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312/621-6581

GEORGE W. ROTHSCHILD
Vice President, General Counsel
and Secretary

RECORDATION NO. 5887 - B Filed & Recorded

DEC 1 1977-1 12 PM

INTERSTATE COMMERCE COMMISSION
NOV 25 1977

7-335A079

Secretary of the Interstate
Commerce Commission
Washington, D.C.

Re: General American Transportation
Corporation Equipment Trust
Series 67

DEC 1 1977

Date 10
Fee \$ 10

Gentlemen:

ICC Washington D.C.

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of October 15, 1977 deleting a portion of the railroad cars covered by a Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees. Other railroad cars are substituted for the deleted cars.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on November 25, 1970. under Recordation No. 5887.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad tank cars of various DOT and AAR classes) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said Bill of Sale are:

Citibank, N. A.
111 Wall Street
New York, New York 10015

Charles E. Overton

DEC 1 1977
FEE DEPOSIT
RECEIVED

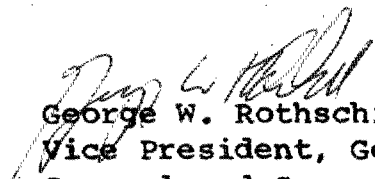
GENERAL AMERICAN TRANSPORTATION CORPORATION

Page Two

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

I am an executive officer of General American Transportation Corporation having knowledge of the matters set forth herein.

Very truly yours,



George W. Rothschild
Vice President, General
Counsel and Secretary

GWR:mlv
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

12/1/77

OFFICE OF THE SECRETARY

George W. Rothschild
General American Transportation Corp.
120 South Riverside Plaza
Chicago, Illinois 60606


Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on 12/1/77 at 1:10pm ,

and assigned recordation number(s) 5887-B & 6322-B

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

EXECUTED IN 6 COUNTERTYPES OF
WHICH THIS IS COUNTERPART No. 2

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 67

RECORDATION NO. 5887-B Filed & Recorded

DEC 1 1977-1 12 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF OCTOBER 15, 1977

TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1970

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of October 15,
1977 by and between Citibank, N.A.,
a national banking association, as Trustee, and GATX Corporation,
a New York corporation formerly known as General American
Transportation Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of December 1, 1970 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 67, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on November 25, 1970,
Recordation No. 5887; and

WHEREAS, the parties hereto wish to amend Schedule A
to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A
to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Trust Equipment
described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment
described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused
these presents to be signed in their respective corporate


names and their respective corporate seals to be hereunto
affixed, duly attested, as of October 15, 1977.

CITIBANK, N.A., AS TRUSTEE

By: 

RALPH E. JOHNSON
Senior Trust Officer

ATTEST:


V. LOPEZ

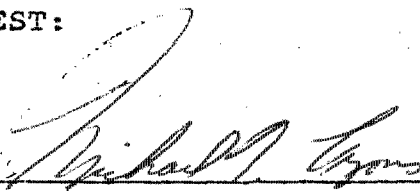
TRUST OFFICER

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

By: 

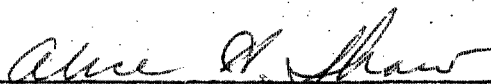
C. E. Coyl
Senior Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10th day of NOVEMBER, 1977, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said Association, that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.

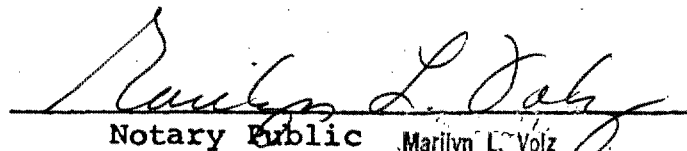


Notary Public
ALICE H. SHAW
Notary Public, State of New York
No. 24-4646213
Qualified in Kings County
Term Expires March 30, 1979

* * * * *

STATE OF ILLINOIS)
) ss.:
COUNTY OF C O O K)

On this 24th day of October, 1977, before me personally appeared C. E. Coyl, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of GATX CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public Marilyn L. Volz
My Commission Expires April 29, 1980

SCHEDULE I

TO SUPPLEMENTAL AGREEMENT DATED
AS OF OCTOBER 15, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
DECEMBER 1, 1970 (SERIES 67)

(Trust Equipment to be deleted from Schedule A)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	DOT 111A100-W-1	8,000	GATX 94217
1 tank Car	DOT 111A100-W-1	8,000	GATX 94229
1 tank Car	DOT 111A60-W-1	10,000	GATX 40508
1 tank Car	DOT 111A60-W-1	10,000	GATX 40528
1 tank Car	DOT 111A60-W-1	10,000	GATX 96620
1 tank Car	DOT 111A100-W-2	13,300	GATX 55055
1 tank Car	DOT 111A100-W-2	13,300	GATX 55056
1 tank Car	DOT 111A100-W-2	13,300	GATX 55057
1 tank Car	DOT 111A100-W-2	13,300	GATX 55058
1 tank Car	DOT 111A100-W-2	13,300	GATX 55059
1 tank Car	DOT 111A100-W-2	13,300	GATX 55060
1 tank Car	DOT 111A100-W-2	13,300	GATX 55061
1 tank Car	DOT 111A100-W-2	13,300	GATX 55062
1 tank Car	DOT 111A100-W-2	13,300	GATX 55063
1 tank Car	DOT 111A100-W-2	13,300	GATX 55064
1 tank Car	DOT 111A100-W-2	13,300	GATX 55065
1 tank Car	DOT 111A100-W-2	13,300	GATX 55066
1 tank Car	DOT 111A100-W-2	13,300	GATX 55067
1 tank Car	DOT 111A100-W-2	13,300	GATX 55068
1 tank Car	DOT 111A100-W-2	13,300	GATX 55069
1 tank Car	DOT 111A100-W-2	13,300	GATX 55070
1 tank Car	DOT 111A100-W-1	20,000	GATX 10445
1 tank Car	DOT 111A100-W-1	20,000	GATX 38225
1 tank Car	DOT 111A100-W-1	20,000	GATX 93561
1 tank Car	DOT 111A100-W-1	20,000	GATX 94395
1 tank Car	DOT 111A100-W-1	10,000	GATX 67107

26 tank Cars

SCHEDULE II

TO SUPPLEMENTAL AGREEMENT DATED
AS OF OCTOBER 15, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
DECEMBER 1, 1970 (SERIES 67)

(Trust Equipment to be added to Schedule A)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	DOT 111A100-W-1	16,000	GATX 46508
1 tank Car	DOT 111A100-W-1	16,000	GATX 46509
1 tank Car	DOT 111A100-W-1	16,000	GATX 46510
1 tank Car	DOT 111A100-W-1	16,000	GATX 46778
1 tank Car	DOT 111A100-W-1	16,000	GATX 46779
1 tank Car	DOT 111A100-W-1	16,000	GATX 46780
1 tank Car	DOT 111A100-W-1	16,000	GATX 46781
1 tank Car	DOT 111A100-W-1	16,000	GATX 46782
1 tank Car	DOT 111A100-W-1	16,000	GATX 46783
1 tank Car	DOT 111A100-W-1	16,000	GATX 47365
1 tank Car	DOT 105A300-W	25,200	GATX 46869
1 tank Car	DOT 105A300-W	25,200	GATX 46870
1 tank Car	DOT 105A300-W	25,200	GATX 46871
1 tank Car	DOT 111A100-W-1	26,000	GATX 46652
1 tank Car	DOT 105A300-W	25,200	GATX 46879
15 tank Cars			